

I hereby certify that the foregoing has been read and approved on the 15 day of Jan 1997 in the office of this Division and hereby issue this Certificate thereof.

Examiner



ARTICLES OF INCORPORATION

OF THE

WESTERN GOVERNORS UNIVERSITY

A Utah Nonprofit Corporation

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RECEIVED

JAN 15 1997

Utah Div. of Corp. & Comm. Code

The undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators under the provisions of the Utah Non-Profit Corporation and Co-operative Association Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is WESTERN GOVERNORS UNIVERSITY (the "Corporation").

ARTICLE II

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are to operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may, among other activities consistent with the foregoing, carry out the following objectives:

To establish, operate and administer an institution of higher education, to be known as the Western Governors University, with the power and authority to provide for the instruction of students, the assessment of competencies, and the award of such degrees, diplomas or certificates as may be appropriate;

To create an educational system to enable learners to effectively and efficiently access educational services, with particular attention to the needs of unserved and underserved populations;

To develop a program of competency-based assessment for the award of degrees, diplomas and certificates and to demonstrate the efficacy of such a program in addressing the human resources needs of public and private employers; and

To engage in any and all other lawful purposes, activities, and pursuits presently or hereafter allowed by laws and consistent with the foregoing; provided, that the Corporation shall not engage in activities of any kind that are not permitted to be carried on by a corporation which qualifies under Section 501(c)(3) of the Code.

In furtherance thereof, the corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Trustees may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for educational purposes, and shall likewise in furtherance of its corporate purposes, have all the general powers enumerated in § 16-6-22 of the Act or any successor law or regulation, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV

MEMBERS

The Corporation shall have one class of members, which shall consist of the Governor of each State that is a participant in the program of the Corporation, as such participation is defined by resolution duly adopted by a majority of the Members. The States which shall initially be determined to be participants in the program of the Corporation are Arizona, Colorado, Hawaii, Idaho, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, Utah, Washington, and Wyoming. Dues and assessments levied upon Members shall require the affirmative vote of a majority of the Members and the Members may by majority vote of all of the Members reserve to themselves such further powers and actions as they may from time to time deem necessary and appropriate.

ARTICLE V

SHARES

The Corporation shall issue no capital stock.

ARTICLE VI

LIMITATIONS

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination,

dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly of a nonprofit nature and exclusively educational nature and:

(a) The Corporation shall not have nor exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as (i) a corporation described in Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article III hereof, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its incorporators, Trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(d) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Utah.

(e) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(f) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed per capita to, and only to, each of the States represented by a Member of the Corporation, so long as such distribution is explicitly restricted to use for public purposes. In no event shall any of such assets or property be distributed to any director or officer, or to any other private individual.

ARTICLE VII

TRUSTEES

The affairs of the Corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Utah. Except for the initial Board of Trustees whose names are set forth below, the Board of Trustees shall be elected or appointed as provided in the Bylaws. The number of Trustees constituting the Board of Trustees of the Corporation shall be fixed by

the Bylaws, except that there shall not be less than three (3). The number of Trustees constituting the initial Board of Trustees is thirteen, and the names and addresses of the persons who are to serve as Trustees until the first annual meeting of the Board of Trustees or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Governor Fife Symington	State Capitol Phoenix, AZ 85007
Governor Roy Romer	State Capitol Denver, CO 80203
Governor Benjamin J. Cayetano	State Capitol Honolulu, HI 96813
Governor Phil Batt	State Capitol Boise, ID 83720
Governor Marc Racicot	State Capitol Helena, MT 59620
Governor Ben Nelson	State Capitol Lincoln, NE 68509
Governor Robert J. Miller	State Capitol Carson City, NV 89710
Governor Gary E. Johnson	State Capitol Santa Fe, NM 87503
Governor Edward T. Schafer	State Capitol Bismarck, ND 58505
Governor John Kitzhaber	State Capitol Salem, OR 97310
Governor Michael O. Leavitt	State Capitol Salt Lake City, Utah 84114
Governor Mike Lowry	State Capitol Olympia, WA 98504
Governor Jim Geringer	State Capitol Cheyenne, WY 82002

The majority of the members of the Board of Trustees shall constitute a quorum, and are authorized to adopt Bylaws to govern the operation of the Corporation to transact the business and exercise the powers of the Board of Trustees as herein provided.

ARTICLE VIII

INCORPORATORS

The name and address of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Governor Roy Romer	State Capitol Denver, CO 80203
Governor Michael O. Leavitt	State Capitol Salt Lake City, Utah 84114

ARTICLE IX

PRINCIPAL OFFICE

The location and street address of the Corporation's initial principal office is:

170 South Main #1500
Salt Lake City, Utah 84101

ARTICLE X

REGISTERED AGENT

The name and address of the Corporation's initial registered agent is Max A. Farbman, 170 South Main #1500, Salt Lake City, Utah 84101.

ARTICLE XI

ELIMINATION OF LIABILITY OF TRUSTEES AND OFFICERS

(a) A Trustee or officer of the Corporation shall not be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of

his or her duties as a Trustee or officer, unless the acts or omissions are the result of his or her intentional misconduct.

(b) Any repeal or modification of the foregoing paragraph by the Trustees of the Corporation shall not adversely affect any right or protection of a trustee or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

MEETINGS OF THE BOARD OF TRUSTEES

Regular meetings of the Board of Trustees of the Corporation shall be held at the times and at the places specified in the Bylaws.

ARTICLE XIII

BYLAWS



The Board of Trustees shall have the power to make such Bylaws as it deems proper for the management of the affairs of the Corporation. Except as provided by applicable statutes of the State of Utah, the Bylaws may be altered and amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting.

ARTICLE XIV

AMENDMENT OF ARTICLES AND DISSOLUTION OF CORPORATION

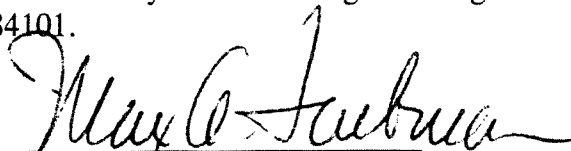
These Articles may be amended and the Corporation may be merged, terminated, dissolved or otherwise liquidated by a two-thirds vote of all of the Members of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the Corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 15th day of January, 1997.


Governor Michael O. Leavitt

Governor Roy Romer

ACKNOWLEDGMENT

Max A. Farbman hereby acknowledges that he has been named as Registered Agent of Western Governors University, a Utah nonprofit corporation, to be formed pursuant to Articles of Incorporation to which this acknowledgement is attached, and hereby agrees to act as Registered Agent of such corporation. My address as registered agent is 170 South Main #1500, Salt Lake City, Utah 84101.

A handwritten signature in black ink, appearing to read "Max A. Farbman", written over a horizontal line.

Max A. Farbman

[As amended 9/15/03]

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OF
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A Utah Nonprofit Corporation**

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The duration of the Corporation is to be perpetual.

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To create an educational system to enable learners to effectively and efficiently access educational services, with particular attention to the needs of unserved and underserved populations;

To develop a program of competency-based assessment for the award of degrees, diplomas and certificates and to demonstrate the efficacy of such a program in addressing the human resources needs of public and private employers; and

To engage in any and all other lawful purposes, activities, and pursuits presently or hereafter allowed by laws and consistent with the foregoing; provided, that the Corporation shall not engage in activities of any kind that are not permitted to be carried on by a corporation which qualifies under Section 501(c)(3) of the Code.

In furtherance thereof, the corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Trustees may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for educational purposes, and shall likewise in furtherance of its corporate purposes, have all the general powers enumerated in §16-6-22 of the Act or any successor law or regulation, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV

MEMBERS

The Corporation shall have one class of members, which shall consist of the Governor of each State that is a participant in the program of the Corporation, as such participation is defined by resolution duly adopted by the Board of Trustees. The States which are currently participants in the program of the Corporation are Alaska, Arizona, Colorado, Guam, Hawaii, Idaho, Indiana, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, Utah, South Dakota, Texas, Washington, and Wyoming. No dues and assessments shall be levied upon Members.

ARTICLE V

SHARES

The Corporation shall issue no capital stock.

ARTICLE VI

LIMITATIONS

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly of a nonprofit nature and exclusively educational nature and:

(a) The Corporation shall not have nor exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as (i) a corporation

described in Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article III hereof, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its incorporators, Trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(d) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Utah.

(e) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(f) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the corporation will be distributed per capita to, and only to, each of the States represented by a Member of the Corporation, so long as such distribution is explicitly restricted to use for public purposes. In no event shall any of such assets or property be distributed to any director or officer, or to any other private individual.

ARTICLE VII

TRUSTEES

The affairs of the Corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Utah. The Board of Trustees shall be elected or appointed as provided in the Bylaws. The number of Trustees constituting the Board of Trustees of the Corporation shall be fixed by the Bylaws, except that there shall not be less than three (3). The requirements for a quorum of the Board of Trustees shall be determined pursuant to the provisions of the Bylaws.

ARTICLE VIII

INCORPORATORS

The name and address of the incorporators of the Corporation are:

Name

Address

Governor Roy Romer

State Capitol
Denver, CO 80203

Governor Michael O. Leavitt

State Capitol
Salt Lake City, Utah 84114

ARTICLE IX

PRINCIPAL OFFICE

The location and street address of the Corporation's initial principal office is:

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REGISTERED AGENT

The name and address of the Corporation's initial registered agent is Max A. Farbman,
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ARTICLE XI

ELIMINATION OF LIABILITY OF TRUSTEES AND OFFICERS

(a) A Trustee or officer of the Corporation shall not be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Trustee or officer, unless the acts or omissions are the results of his or her intentional misconduct.

(b) Any repeal or modification of the foregoing paragraph by the Trustees of the Corporation shall not adversely affect any right or protection of a trustee or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

MEETINGS OF THE BOARD OF TRUSTEES

Regular meetings of the Board of Trustees of the Corporation shall be held at the times and at the places specified in the Bylaws.

ARTICLE XIII

BYLAWS

The Board of Trustees shall have the power to make such Bylaws as it deems proper for the management of the affairs of the Corporation. Except as provided by applicable statutes of the State of Utah, the Bylaws may be altered and amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting.

ARTICLE XIV

AMENDMENT OF ARTICLES

These Articles may be amended by the Board of Trustees at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the Corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 15th day of January, 1997.

Governor Michael O. Leavitt

Governor Roy Romer

BYLAWS
of the
Western Governors University

ARTICLE I. PURPOSES

The purposes of the Corporation shall be exclusively as set forth in the Articles of Incorporation.

ARTICLE II. OFFICES

SECTION 1. Location. The Corporation may have such offices, either within or without the State of Utah, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. Registered Office. The Corporation shall have and continuously maintain in the State of Utah a registered office, and a registered agent, as required by the Utah Nonprofit Corporation and Cooperative Association Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III. MEMBERS

SECTION 1. General Rights and Powers. Except as may otherwise be provided by law, the Articles of Incorporation of the Corporation or these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by majority vote of the Members.

SECTION 2. Qualification for Membership. Membership shall be vested in the Governor of each State that is a participant in the program of the Corporation, as such participation is defined by resolution duly adopted by a majority of the Members.

SECTION 3. Obligations of Members. Members shall not be personally responsible for any obligations of the Corporation.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held at the same place and immediately preceding or following the Annual Meeting of the Board of Trustees of the Corporation.

SECTION 2. Other Meetings. The Members shall meet at the same place and immediately preceding or following each Regular or Special Meeting of the Board of Trustees of the Corporation.

SECTION 3. Special Meetings. Special meetings of the Members shall be called upon written petition delivered to the Secretary signed by not less than one-third of the Members. Special meetings shall be held at such time and place as shall be determined by the Co-Chairs of the Board of Trustees, provided that said meeting shall be called not more than fifteen days after the date of presentation of such petition to the Secretary.

SECTION 4. Notice. Written notice stating the place, date and hour of any meeting of Members shall be delivered, either personally or by regular mail, to each member entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting, except not less than ten (10) days in the event of the calling of a Special Meeting pursuant to Section 3, above, by or at the direction of the Secretary. In the case of a Special Meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 5. Quorum. A majority of the Members then in good standing shall constitute a quorum for the transaction of any business. If at any such meeting less than a quorum is present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the Members shall be necessary for the adoption thereof unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

SECTION 7. Use of Telecommunications Devices. Members may meet in person, or through the use of any telecommunications device or combination of devices which allow each of the Members to participate in the conduct of the Meeting, and the participation by a Member through such telecommunications device shall be deemed present for the purpose of determining a quorum.

SECTION 8. Proxies. Proxies shall not be used in the conduct of the affairs of the Corporation.

SECTION 9. Alternative Action. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two thirds of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE V. TRUSTEES

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Trustees in accordance with these Bylaws, the Articles of Incorporation and the purposes of the Corporation.

SECTION 2. Number. The number of Trustees shall be not less than twice the number of Members.

SECTION 3. Classes. Each Member shall contemporaneously serve as a Trustee (hereafter "Member Trustee"), and each such Member Trustee shall designate one additional individual with whom he or she reposes trust and confidence to serve as a Trustee (hereafter "Designee Trustee"). The Trustees may by two-thirds majority elect such other persons as Trustees as may benefit the affairs of the Corporation (hereafter "Elected Trustees"), such number not to exceed one-half the number of Members of the Corporation. The manner of nomination of such Elected Trustees shall from time to time be determined by resolution of the Trustees.

SECTION 4. Term of Office. Member Trustees shall serve during such period as they shall serve as Members of the Corporation. Designee Trustees shall serve for a term of three (3) years commencing from the date of the first meeting of the Board of Trustees following designation. Elected Trustees shall serve for such term as the Board of Trustees shall determine at the time of election.

SECTION 5. Vacancies. Vacancies among Designee Trustees arising from the expiration of the term of office of such Designee Trustee shall be filled by the designating Member Trustee or his or her successor, and such successor Designee Trustee shall serve for a full three year term. Vacancies among Designee Trustees arising from the death, disability or resignation of such Designee Trustee shall be filled by the designating Member Trustee or his or her successor for the unexpired term. Vacancies among Elected Trustees arising from death, disability or resignation shall be filled by majority vote of the remaining members of the Board of Trustees for the unexpired term, or for such other period as the Board of Trustees may by resolution determine.

SECTION 6. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of any business, provided that among that number shall be not less than a majority of the Member Trustees then in office. If the number of Trustees then in office is six or less, then three Trustees shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 7. Meetings. Meetings of the Board of Trustees shall be held at such place as may from time to time be fixed by resolution of the Board, or as may be specified in the notice of the meeting. Regular meetings of the Board shall be held at such times as may from time to time be fixed by resolution of the Board and special meetings may be held at any time upon the call of the Co-Chairs, or upon written request signed by three Trustees and submitted to the Secretary, by written notice to each Trustee not less than ten days before such meeting. Notice need not be given of regular meetings of the Board of Trustees held at times fixed by resolution of the Board of Trustees. Meetings may be held at any time without notice if all the Trustees are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 8. Compensation. No Trustee shall receive any compensation for his or her services in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of Trustee, to the extent provided by such resolution.

SECTION 9. Officers of the Board. The Trustees shall at each Annual Meeting elect from among the Member Trustees Co-Chairpersons of the Board of Trustees. The Co-Chairpersons shall alternately, as initially determined by lot immediately following their election, preside over meetings of the Members and of the Board of Trustees and its Executive Committee, and shall be ex officio voting members of all committees of the Board. In the absence of the Co-Chairperson whose turn it is to preside over a meeting, the other Co-Chairperson shall serve in his or her stead. In the event of the death, disability or resignation of a Co-Chairperson, the Board shall, at its next meeting, elect a successor to complete the unexpired term.

ARTICLE VI. OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of the Co-Chairpersons, Chief Executive Officer, Chief Academic Officer, Chief Financial Officer, Corporate Secretary and such other officers as the Board of Trustees may from time to time appoint or authorize any other officer to appoint.

SECTION 2. Appointment. The Chief Executive Officer, Chief Academic Officer, Chief Financial Officer and Corporate Secretary shall be appointed by action of the Board of Trustees under such terms and conditions as the Board shall in its discretion determine. Other officers may be similarly appointed by action of the Board, or such authority may be delegated to the Chief Executive Officer, Chief Academic Officer, Chief Financial Officer or Corporate Secretary, as the Board may determine appropriate.

SECTION 3. Powers and Duties. The powers and duties of each officer appointed by the Board of Trustees or whose appointment is authorized by the Board shall be as determined by the Board and set forth in the resolution of appointment. The resolution of appointment may specify that any office shall be known by a different name than that set forth herein. Except as otherwise set forth in the resolution of appointment, the Chief Executive Officer, Chief Academic Officer and Chief Financial Officer shall serve *ex officio* as non-voting members of each Committee of the Board, inclusive of the Executive Committee.

SECTION 4. Compensation of officers. Officers, other than the Co-Chairs, shall be paid such reasonable compensation and serve under such terms and conditions as the Board of Trustees may from time to time authorize and direct.

ARTICLE VII. COMMITTEES

SECTION 1. Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any Trustee or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee, of any responsibility imposed thereon by law. Each Committee shall report its activities at each meeting of the Board of Trustees.

SECTION 2. Executive Committee. There shall be an Executive Committee of the Board of Trustees, which shall consist of the Co-Chairs and three additional Trustees. The members of the Executive Committee shall be elected at the Annual Meeting of the Board and shall serve until a successor is elected. The Executive Committee shall oversee the affairs of the Corporation and shall act for the Board of Trustees between meetings of the full Board, except as otherwise limited by Section 1 of this Article, by law or by the Articles of Incorporation.

SECTION 3. Other Committees. Other Committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Trustees and the Board may delegate to an officer of the Corporation the appointment of the members thereof.

SECTION 4. Term of Office. The term of office of each member of a committee shall be as established by the Board and shall continue until a successor is appointed.

SECTION 5. Chair. One member of each committee shall be appointed Chair by the Co-Chairs of the Board of Trustees except as otherwise provided in these Bylaws.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII. INFORMAL ACTION BY TRUSTEES

SECTION 1. Written Consent. Action taken by a majority of the Trustees or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by two thirds of the Trustees or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

SECTION 2. Ratification. If an otherwise valid meeting of Trustees is held without proper call or notice, action taken at such meeting is deemed ratified by a Trustee who did not attend unless, promptly after having knowledge of the action taken and of the impropriety in question, the Trustee shall have filed with the Secretary of the Corporation written objections to the holding of the meeting or to any specific action so taken.

SECTION 3. Telecommunicated Meetings. Any one or more Trustees or members of a committee may participate in a meeting of the Board or committee by means of a telecommunications device which allows all persons to participate in the conduct of the meeting and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IX. INDEMNIFICATION OF TRUSTEES, OFFICERS, ETC.

SECTION 1. Authority to Indemnify Trustees: Third Party Actions. The Corporation shall indemnify any trustee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact he or she is or was an authorized representative of the Corporation (which, for the purposes of this Article shall mean a trustee, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, person partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Authority to Indemnify Trustees: Derivative Actions. The Corporation shall indemnify any trustee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Corporation, against expenses (including attorneys' fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person is adjudged liable on the basis that he or she derived an improper personal benefit.

SECTION 3. Employees and Agents. To the extent that an authorized representative of the Corporation who neither was nor is a trustee or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Trustees, be indemnified by the Corporation in any other circumstances to any extent if the Corporation would be required by Section 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a trustee or officer of the Corporation.

SECTION 4. Procedure for Effecting Indemnification. Indemnification under Sections 1, 2 and 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or any other manner allowed under the laws of the State of Utah. If a claim under this Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Trustees or its independent legal counsel) to have made a determination prior to commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Corporation (including its Board of Trustees or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

SECTION 5. Advancing Expenses. Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of:

1. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as required in this Article or authorized by law;

2. The person furnishes to the Corporation a written affirmation of his or her good faith belief that he or she has met the standard conduct set forth in Section 1 and 2 of this Article, and;

3. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.

SECTION 6. Scope of Article. Each person who shall act as an authorized representative of the Corporation, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article. The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterest trustees, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X. RETENTION OF SOVEREIGN IMMUNITY, LIMITATIONS ON LIABILITY AND INDEMNIFICATION OF STATES.

SECTION 1. Sovereign Immunity of the States and Disclaimer by Members. By consenting to be Members and by participating in the affairs of the Corporation, the Members of the Corporation do not intend and shall not be deemed, expressly or impliedly, to waive the sovereign immunity (including but not limited to immunity under the Eleventh Amendment to the Constitution of the United States) of their respective States, and such consent or participation shall not be deemed to constitute consent to suit or consent to the jurisdiction of the State of Utah or of any other State within which the Corporation may be present, or to the jurisdiction of the courts of such States.

SECTION 2. Limitation on Liability of the States. The States represented by the Members of the Corporation shall not be liable for the obligations of the Corporation, and there shall not be any recourse against any State for such obligations by virtue of the status of a Member as a public official of such State.

SECTION 3. Indemnification of the States. The Corporation shall indemnify and hold harmless each and every State represented by a Member of the Corporation against any loss or damage (inclusive of personal injury or death and damage to property) and any expenses in connection therewith (including expenses of litigation) arising out of or in connection with the activities of the Corporation, including any loss or damage and incidental expense for any alleged liability of any kind, and for any cause whatsoever, arising out of or connected with the Corporation, in the same manner as provided herein respecting the indemnification of Trustees and Officers, as set forth at Article IX of these Bylaws. The indemnification provided herein shall not be exclusive of any other rights to which a State may be entitled under applicable law, and shall inure to the benefit of any officer, agent or employee of a State authorized to act on behalf of such State.

ARTICLE XI. INSURANCE

SECTION 1. Insurance Against Liability Asserted Against Trustees, Officers, Etc. The Corporation, whenever so authorized by the Board of Trustees, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a trustee, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or Article IX of these Bylaws.

ARTICLE XII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination of the Board of Trustees, such instrument shall be signed by the Chief Executive Officer.

SECTION 3. Deposits. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate.

SECTION 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also maintain the minutes of meetings of the Members and of the proceedings of the Board of Trustees.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the Corporation shall be established by resolution of the Board of Trustees.

ARTICLE XV. WAIVER OF NOTICE

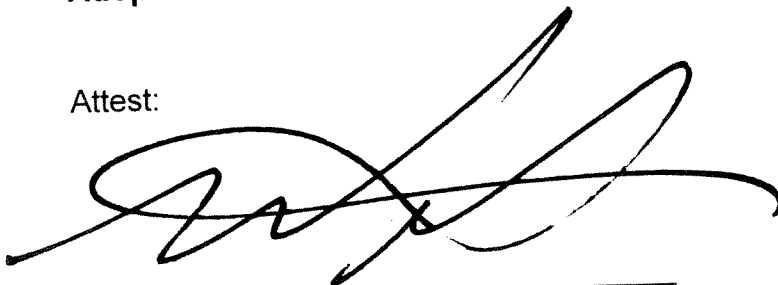
Whenever any notice is required to be given under the provisions of the Utah Nonprofit Corporation and Co-operative Association Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. AMENDMENTS TO BYLAWS

Except as otherwise provided by law or as may require ratification by the Members as set forth in the Articles of Incorporation, these Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Trustees at any regular or special meeting of the Board of Trustees.

Adopted this 3rd day of February, 1997

Attest:

A large, stylized handwritten signature in black ink, appearing to be a cursive representation of a name, positioned above a horizontal line.

Secretary

**AMENDED
BYLAWS
of the
Western Governors University**

ARTICLE I. PURPOSES

The purposes of the Corporation shall be exclusively as set forth in the Articles of Incorporation.

ARTICLE II. OFFICES

SECTION 1. Location. The Corporation may have such offices, either within or without the State of Utah, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. Registered Office. The Corporation shall have and continuously maintain in the State of Utah a registered office, and a registered agent, as required by the Utah Nonprofit Corporation and Cooperative Association Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III. MEMBERS

SECTION 1. General Rights and Powers. Except as may otherwise be provided by law, the Articles of Incorporation of the Corporation or these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by majority vote of the Members.

SECTION 2. Qualification for Membership. Membership shall be vested in the Governor of each State that is a participant in the program of the Corporation, as such participation is defined by resolution duly adopted by a majority of the Members.

SECTION 3. Obligations of Members. Members shall not be personally responsible for any obligations of the Corporation.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The Annual Meeting of the Members shall be held at the same place and time as the Western Governors Association annual meeting .

SECTION 2. Special Meetings. Special meetings of the Members shall be called upon written petition delivered to the Secretary signed by not less than one-third of the Members or by not less than one-third of the Trustees. Special meetings shall be held at such time and place as shall be determined by the Chair or Co-Chairs of the Board of Trustees, provided that said meeting shall be called as soon as practicable after the date of presentation of such petition to the Secretary.

SECTION 3. Notice. Written notice stating the place, date and hour of any meeting of Members shall be delivered either personally, by regular mail, by electronic mail (e-mail), or by facsimile to each member entitled to vote at such meeting not less than ten (10) days before the date of such meeting. In the case of a Special Meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 4. Quorum. A majority of the Members then in good standing either present or represented by proxy shall constitute a quorum for the transaction of any business. If at any such meeting less than a quorum is present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 5. Manner of Acting. Unless otherwise required by law or the Articles of Incorporation, a vote by a majority of the Members present at a meeting (either in person or by duly authorized and executed proxy) at which a quorum is present shall constitute the necessary majority to approve or adopt any matter or action, including any action set forth in these Bylaws requiring a majority vote of the Members .

SECTION 6. Use of Telecommunications Devices. Members may meet in person, or through the use of any telecommunications device or combination of devices which allow each of the Members to participate in the conduct of the Meeting, and the participation by a Member through such telecommunications device shall be deemed present for the purpose of determining a quorum.

SECTION 7. Proxies. Proxies may be used in the conduct of the affairs of the Corporation.

SECTION 8. Action by Consent. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE V. TRUSTEES

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Trustees in accordance with these Bylaws, the Articles of Incorporation and the purposes of the Corporation.

SECTION 2. Number, Classes and Term. There shall be no less than nine (9) nor more than twenty-one (21) Trustees. Trustees shall serve for a term of three (3) years and shall, whenever possible, be elected in such a manner to provide for an equal number of Trustees serving staggered terms.

SECTION 3. Manner of Selection. Trustees shall be elected by the Members at the Annual Meeting of the Corporation from among their own number and from among candidates proposed by the Nominating Committee established pursuant to these Bylaws, provided that at all times no less than three (3) Trustees shall be Members of the Corporation. A Trustee shall be removed from office for any cause upon a majority vote of the Members or a vote of two-thirds of the Trustees.

SECTION 4. Vacancies. Vacancies among Trustees arising from death, disability, removal or resignation shall be filled by a majority vote of the remaining members of the Board of Trustees for the unexpired term, or for such other period as the Board of Trustees may by resolution determine.

SECTION 5 Quorum/Voting. Forty percent (40%) of the Trustees then in office (rounded down to the nearest whole number) present either in person, by proxy, or by duly authorized attorney-in-fact shall constitute a quorum for the transaction of any business. If the number of Trustees then in office is eight or less, then three Trustees shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. Unless otherwise required by law, a vote by a majority of the Trustees present at a meeting at which a quorum is present shall constitute the necessary majority to approve or adopt any matter or action, including any action set forth in these Bylaws requiring a majority vote of the Trustees. A Trustee may vote in person, by proxy, or by duly authorized attorney-in-fact

SECTION 6. Meetings. Regular meetings of the Board shall be held at such times as may from time to time be fixed by resolution of the Board and special meetings may be held at any time upon the call of the Chair, or either Co-Chairs, if such have been elected, or upon written request signed by three Trustees and submitted to the Secretary, by written notice to each Trustee not less than ten days before such meeting. Notice need not be given of regular meetings of the Board of Trustees held at times fixed by resolution of the Board of Trustees. Meetings may be held at any time without notice if all the Trustees are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation. No Trustee shall receive any compensation for his or her services in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of Trustee, to the extent provided by such resolution.

SECTION 8. Officers of the Board. The Trustees shall at each Annual Meeting elect from among their number a Chairperson or Co-Chairpersons of the Board of Trustees. In the event Co-Chairpersons are so elected, the Co-Chairpersons shall alternately preside over meetings of the Members and of the Board of Trustees and its Executive Committee. The Chairperson or Co-chairpersons shall be ex officio voting members of all committees of the Board. In the absence of the Co-Chairperson whose turn it is to preside over a meeting, the other Co-Chairperson shall serve in his or her stead. In the event of the death, disability or resignation of a Chairperson or Co-Chairperson, the Board shall, at its next meeting, elect a successor to complete the unexpired term.

ARTICLE VI. OFFICERS

SECTION 1. Principal Officers. The principal officers of the Corporation shall consist of the Chairperson or Co-Chairpersons, a Chief Executive Officer, who may be designated as such or by the title President, Chancellor or other title designated by the Board of Trustees, a Corporate Secretary and such other principal officers as Chief Academic Officer, Chief Financial Officer, or other principal officer as the Board of Trustees may from time to time appoint.

SECTION 2. Appointment. The principal officers shall be appointed by action of the Board of Trustees under such terms and conditions as the Board shall in its discretion determine. Other officers may be similarly appointed by action of the Board, or such authority may be delegated to the principal officers as the Board may determine appropriate.

SECTION 3. Powers and Duties. The powers and duties of each officer appointed by the Board of Trustees or whose appointment is authorized by the

Board shall be as determined by the Board and set forth in the resolution of appointment. The resolution of appointment may specify that any office shall be known by a different name than that set forth herein. Except as otherwise set forth in the resolution of appointment, the principal officers may serve ex officio as non-voting members of any Committee of the Board, inclusive of the Executive Committee.

SECTION 4. Compensation of officers. Officers, other than the Co-Chairs, shall be paid such reasonable compensation and serve under such terms and conditions as the Board of Trustees may from time to time authorize and direct.

ARTICLE VII. COMMITTEES

SECTION 1. Committees of Trustees. The Board of Trustees may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any Trustee or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee, of any responsibility imposed thereon by law. Each Committee shall report its activities at each meeting of the Board of Trustees.

SECTION 2. Executive Committee. There shall be an Executive Committee of the Board of Trustees, which shall consist of the Chair or the Co-Chairs and at least three additional Trustees. The members of the Executive Committee shall be elected at the Annual Meeting of the Board and shall serve until a successor is elected. The Executive Committee shall oversee the affairs of the Corporation and shall act for the Board of Trustees between meetings of the full Board, except as otherwise limited by Section 1 of this Article, by law or by the Articles of Incorporation.

SECTION 3. Nominating Committee. The Board shall at each Annual Meeting appoint a Nominating Committee consisting of at least three members of the Board of Trustees, together with such other persons as the Board shall determine,

which Committee shall be charged with proposing candidates to the Members of the Corporation for election to the Board pursuant to Section 3 of Article V of these Bylaws.

SECTION 4. Special Committees. Other Committees, including, but not limited to, a National Advisory Board, not having and exercising the authority of the Board of Trustees in the management of the Corporation, may be appointed in such manner as may be designated by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Trustees and the Board may delegate to an officer of the Corporation the appointment of the members thereof.

SECTION 5. Term of Office. The term of office of each member of a committee shall be as established by the Board and shall continue until a successor is appointed.

SECTION 6. Chair. One member of each committee shall be appointed Chair by the Co-Chairs of the Board of Trustees except as otherwise provided in these Bylaws.

SECTION 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. Quorum/Voting. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, forty percent (40%) of the whole committee (rounded down to the nearest whole number), but in no event less than two committee members, present either in person, by proxy, or by duly authorized attorney-in-fact shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee; provided, however, that the Executive Committee shall not act except upon the affirmative vote of at least three (3) members of that committee. A committee member may vote in person, by proxy, or by duly authorized attorney-in-fact.

ARTICLE VIII. INFORMAL ACTION BY TRUSTEES

SECTION 1. Written Consent. Action taken by the Trustees or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Trustees or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

SECTION 2. Ratification. If an otherwise valid meeting of Trustees is held without proper call or notice, action taken at such meeting is deemed ratified by a Trustee who did not attend unless, promptly after having knowledge of the action taken and of the impropriety in question, the Trustee shall have filed with the Secretary of the Corporation written objections to the holding of the meeting or to any specific action so taken.

SECTION 3. Telecommunicated Meetings. Any one or more Trustees or members of a committee may participate in a meeting of the Board or committee by means of a telecommunications device which allows all persons to participate in the conduct of the meeting and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IX. INDEMNIFICATION OF TRUSTEES, OFFICERS, ETC.

SECTION 1. Authority to Indemnify Trustees: Third Party Actions. The Corporation shall indemnify any trustee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact he or she is or was an authorized representative of the Corporation (which, for the purposes of this Article shall mean a trustee, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, person partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Authority to Indemnify Trustees: Derivative Actions. The Corporation shall indemnify any trustee of the Corporation who was or is a party or

is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Corporation, against expenses (including attorneys' fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person is adjudged liable on the basis that he or she derived an improper personal benefit.

SECTION 3. Employees and Agents. To the extent that an authorized representative of the Corporation who neither was nor is a trustee or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Trustees, be indemnified by the Corporation in any other circumstances to any extent if the Corporation would be required by Section 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a trustee or officer of the Corporation.

SECTION 4. Procedure for Effecting Indemnification. Indemnification under Sections 1, 2 and 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or any other manner allowed under the laws of the State of Utah. If a claim under this Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the

Corporation (including its Board of Trustees or its independent legal counsel) to have made a determination prior to commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Corporation (including its Board of Trustees or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

SECTION 5. Advancing Expenses. Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of:

1. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as required in this Article or authorized by law;
2. The person furnishes to the Corporation a written affirmation of his or her good faith belief that he or she has met the standard conduct set forth in Section 1 and 2 of this Article, and;
3. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.

SECTION 6. Scope of Article. Each person who shall act as an authorized representative of the Corporation, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article. The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterest trustees, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X. RETENTION OF SOVEREIGN IMMUNITY, LIMITATIONS ON LIABILITY AND INDEMNIFICATION OF STATES.

SECTION 1. Sovereign Immunity of the States and Disclaimer by Members. By consenting to be Members and by participating in the affairs of the Corporation, the Members of the Corporation do not intend and shall not be deemed, expressly or impliedly, to waive the sovereign immunity (including but not limited to immunity under the Eleventh Amendment to the Constitution of the United States) of their respective States, and such consent or participation shall not be deemed to constitute consent to suit or consent to the jurisdiction of the State of Utah or of any other State within which the Corporation may be present, or to the jurisdiction of the courts of such States.

SECTION 2. Limitation on Liability of the States. The States represented by the Members of the Corporation shall not be liable for the obligations of the Corporation, and there shall not be any recourse against any State for such obligations by virtue of the status of a Member as a public official of such State.

SECTION 3. Indemnification of the States. The Corporation shall indemnify and hold harmless each and every State represented by a Member of the Corporation against any loss or damage (inclusive of personal injury or death and damage to property) and any expenses in connection therewith (including expenses of litigation) arising out of or in connection with the activities of the Corporation, including any loss or damage and incidental expense for any alleged liability of any kind, and for any cause whatsoever, arising out of or connected with the Corporation, in the same manner as provided herein respecting the indemnification of Trustees and Officers, as set forth at Article IX of these Bylaws. The indemnification provided herein shall not be exclusive of any other rights to which a State may be entitled under applicable law, and shall inure to the benefit of any officer, agent or employee of a State authorized to act on behalf of such State.

ARTICLE XI. INSURANCE

SECTION 1. Insurance Against Liability Asserted Against Trustees, Officers, Etc. The Corporation, whenever so authorized by the Board of Trustees, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a trustee, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or Article IX of these Bylaws.

ARTICLE XII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination of the Board of Trustees, such instrument shall be signed by the Chief Executive Officer.

SECTION 3. Deposits. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate.

SECTION 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also maintain the minutes of meetings of the Members and of the proceedings of the Board of Trustees.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the Corporation shall be established by resolution of the Board of Trustees.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Utah Nonprofit Corporation and Co-operative Association Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. AMENDMENTS TO BYLAWS

Except as otherwise provided by law or as may require ratification by the Members as set forth in the Articles of Incorporation, these Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Trustees at any regular or special meeting of the Board of Trustees.

Adopted this 3rd day of February, 1997

Amended this 23rd day of September, 1997.

Amended this 26th day of March, 1999.

Amended this 21st day of January, 2000.